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7 Counsel for Chapter 11 Debtors and Debtors in Possession

8 **UNITED STATES BANKRUPTCY COURT**
9 **CENTRAL DISTRICT OF CALIFORNIA**
SAN FERNANDO VALLEY DIVISION

10 In re:

11 IRONCLAD PERFORMANCE WEAR
12 CORPORATION, a California corporation,

13 Debtor and Debtor in Possession.

14 In re:

15 IRONCLAD PERFORMANCE WEAR
16 CORPORATION, a Nevada corporation,

17 Debtor and Debtor in Possession.

18 Affects both Debtors

19 Affects Ironclad Performance Wear
20 Corporation, a California corporation only

21 Affects Ironclad Performance Wear
22 Corporation, a Nevada corporation only

Lead Case No.: 1:17-bk-12408-MB

Jointly administered with:
1:17-bk-12409-MB

(Ironclad Performance Wear Corporation, a
Nevada corporation)

Chapter 11 Cases

AMENDED SUPPLEMENT TO
APPLICATION OF DEBTORS AND
DEBTORS IN POSSESSION TO
EMPLOY CRAIG-HALLUM CAPITAL
GROUP LLC AS FINANCIAL
ADVISOR PURSUANT TO 11 U.S.C. §
327 WITH COMPENSATION
PURSUANT TO 11 U.S.C. § 328;
DECLARATION OF STEVE
RICKMAN

[No Hearing Required Unless Requested
Pursuant to Local Bankruptcy Rule 2014-1]

24 Ironclad Performance Wear Corporation, a California corporation, and Ironclad
25 Performance Wear Corporation, a Nevada corporation (collectively, the "Debtors"), the debtors
26 and debtors in possession in the above-captioned, jointly-administered, chapter 11 bankruptcy
27 cases, hereby submit this Supplement to the Application filed by the Debtors for Court approval

1 of their employment and compensation of Craig-Hallum Capital Group LLC ("C-H") as their
2 financial advisor. The Application was filed on September 29, 2017, as Docket No. 75. This
3 Supplement amends and modifies the Application, based on the Debtors' and C-H's discussions
4 with the Official Committee of Unsecured Creditors and the Official Committee of Equity
5 Holders appointed in these cases. Capitalized terms not otherwise defined herein have the same
6 meaning ascribed to such terms in the Application.

7 Pursuant to this Supplement, the Application is modified as follows:

8 1. Appendix I to the Engagement Letter attached as Exhibit 1 to the Application is
9 replaced, amended, and superseded by Amended Appendix I attached hereto.

10 2. Paragraph 19 of the Application is replaced, amended, and superseded by the
11 following language:

12 "The Debtors and C-H are requesting that the entire Sale or Restructuring Fee be
13 paid in cash to C-H at the closing of the Sale or Restructuring pursuant to 11
14 U.S.C. § 328 on an interim basis without the need for a fee application, provided,
15 however, that C-H will be required to file a final fee application in these cases
16 requesting approval on a final basis of any Sale or Restructuring Fee paid to C-H
17 at the closing.¹"

18 Dated: October 23, 2017

19 IRONCLAD PERFORMANCE WEAR
20 CORPORATION, et al.

21 By: /s/ Krikor J. Meshefjian
22 RON BENDER
MONICA Y. KIM
KRIKOR J. MESHEFEJIAN
LEVENE, NEALE, BENDER, YOO
& BRILL L.L.P.
23 Counsel for Chapter 11 Debtors and Debtors
in Possession

24
25
26 ¹ Any Sale or Restructuring Fee not approved by the Bankruptcy Court on a final basis is subject
27 to disgorgement.

1 **DECLARATION OF STEVE RICKMAN**

2 I, Steve Rickman, hereby declare as follows:

3 1. I have personal knowledge of the facts set forth below and, if called to testify,
4 would and could competently testify thereto. I make this Declaration in support of the
5 Supplement to the Application filed by the Debtors for Court approval of their employment and
6 compensation of Craig-Hallum Capital Group LLC ("C-H") as their financial advisor.

7 2. I am the Managing Director of Investment Banking Mergers and Acquisitions at
8 C-H. I am authorized by C-H to modify the terms of C-H's employment in these cases.

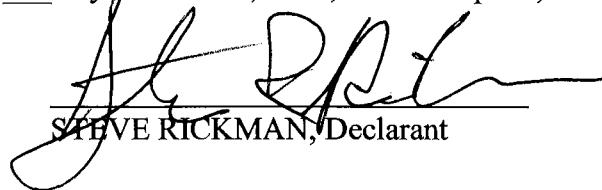
9 3. As set forth in the Supplement, C-H has agreed to modify the terms of its
10 employment and the Application, as follows:

11 a. Appendix I to the Engagement Letter attached as Exhibit 1 to the Application is
12 replaced, amended, and superseded by Amended Appendix I attached hereto.

13 b. Paragraph 19 of the Application is replaced, amended, and superseded by the
14 following language:

15 "The Debtors and C-H are requesting that the entire Sale or Restructuring
16 Fee be paid in cash to C-H at the closing of the Sale or Restructuring
17 pursuant to 11 U.S.C. § 328 on an interim basis without the need for a fee
18 application, provided, however, that C-H will be required to file a final fee
19 application in these cases requesting approval on a final basis of any Sale
20 or Restructuring Fee paid to C-H at the closing.²"

21 I declare and verify under penalty of perjury that the foregoing is true and correct to the
22 best of my knowledge. Executed on this 23rd day of October, 2017, at Minneapolis, Minnesota.

23 
24 STEVE RICKMAN, Declarant

25
26 ² Any Sale or Restructuring Fee not approved by the Bankruptcy Court on a final basis is subject
27 to disgorgement.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: 10250 Constellation Boulevard, Suite 1700, Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled **AMENDED SUPPLEMENT TO APPLICATION OF DEBTORS AND DEBTORS IN POSSESSION TO EMPLOY CRAIGHALLUM CAPITAL GROUP LLC AS FINANCIAL ADVISOR PURSUANT TO 11 U.S.C. § 327 WITH COMPENSATION PURSUANT TO 11 U.S.C. § 328; DECLARATION OF STEVE RICKMAN** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On **October 24, 2017**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Ron Bender rb@lnbyb.com
- Cathrine M Castaldi ccastaldi@brownrudnick.com
- Russell Clementson russell.clementson@usdoj.gov
- Aaron S Craig acraig@kslaw.com, lperry@kslaw.com
- Matthew A Gold courts@argopartners.net
- Monica Y Kim myk@lnbrb.com, myk@ecf.inforuptcy.com
- Krikor J Meshefesian kjm@lnbrb.com
- Tania M Moyron tania.moyron@dentons.com, chris.omeara@dentons.com
- S Margaux Ross margaux.ross@usdoj.gov
- United States Trustee (SV) ustpreion16.wh.ecf@usdoj.gov
- Sharon Z. Weiss sharon.weiss@bryancave.com, raul.morales@bryancave.com

2. SERVED BY UNITED STATES MAIL: On **October 24, 2017**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on **October 24, 2017**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Served via Attorney Service

Hon. Martin R. Barash
United States Bankruptcy Court
21041 Burbank Boulevard, Suite 342
Woodland Hills, CA 91367

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

27 October 24, 2017 Stephanie Reichert

28 Date Type Name

/s/ Stephanie Reichert

Signature